

File 222
Figure 104

**BYLAWS OF
FIGUEROA CORRIDOR PARTNERSHIP, INC.
a Non-Profit Mutual Benefit Corporation**

**ARTICLE 1
OFFICES**

SECTION 1. NAME

The name of this corporation is the Figueroa Corridor Partnership, Inc.

SECTION 2. PRINCIPAL OFFICE / CHANGE OF ADDRESS

The initial principal office of the corporation is located in Los Angeles, Los Angeles County, State of California. The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(C)(6) PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be as follows:

The specific purpose for which this corporation is organized is the promotion and improvement of the Figueroa Corridor as determined by the Board of Directors of this corporation. Such activities include efforts to establish a Property and Business Improvement Districts pursuant to California Streets and Highways Code sections 36600 through 36700 (the Property and Business Improvement Law of 1994).

This corporation is a non-profit MUTUAL BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Non-Profit Mutual Benefit Corporation Law.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In addition to the primary purposes, the Corporation shall have the following general purposes and powers:

To have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent buy or sell, personal or real property, to lend and borrow money; provided, however, that this Corporation shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

To act as trustee under any trust incidental to the principal objectives of the Corporation, and receive, hold, administer, and expend funds subject to such trust.

To borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations with assets of the Corporation.

To do all other acts necessary or expedient for the administration of the affairs and in the advancement of the purposes of the Corporation.

To sue and be sued.

ARTICLE 3 MEMBERS

SECTION 1. DEFINITION

The corporation shall have no "statutory" members as defined in Section 5056 of the California Corporations Code. Any reference to "members" in these Bylaws refers to Directors.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a Board of Directors seventeen (17) voting Directors as follows:

- One Flower Street Property Owner
- One USC Representative
- One Religious Organization Property Owner Representative
- One Social Service Organization Property Owner Representative
- One Orthopedic Hospital Representative
- One Exposition Park Representative
- Two Non-Profit Property Owners
- Two Tenant (Who are not Property Owners) Representatives
- Two Property Owners Who Pay More than \$3,000 in Assessment
- Two Property Owners Who Pay Less than \$3,000 in Assessment
- Three at large, non-designated, seats to be filled each year by the Board

In addition to the voting Board members, there shall be allocated a reasonable number of "ex-officio" non-voting directorships on the Board, which may include Board appointments from governmental and community leadership entities or other appointments as desired by the Board.

SECTION 2. QUALIFICATIONS

The organization shall be comprised of Board of Directors who shall be selected based up the following qualifications:

Persons who in the opinion of the Board of Directors have knowledge, skills, background or resources that will assist the Corporation in its mission.

SECTION 3. POWERS

The Board of Directors shall be charged with ratifying appointments and electing members to the Board of Directors, as defined herein, as well as developing and approving broad general policies and plans.

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Board of Directors of this Corporation, the ultimate corporate power shall be exercised by or under the direction of the Board of Directors chaired by the Chair of Board of Directors.

SECTION 4. TERM OF OFFICE

Each director shall hold office for a period of two (2) years, with one-half of the directorships expiring in any calendar year, and until his or her successor is elected and

qualifies. There shall be no limit on the number of terms that may be served. If at any time an election would result in non-compliance with this bylaw, the available terms shall be distributed by lot. Any odd lots shall commence rotation as a one-year term from the year of the first adoption of these Bylaws. Those terms determined by lot as one-year terms shall not expire until December 31, 1998.

SECTION 5. DUTIES

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by the Board of Directors, by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of, and contractors to, the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses and fax numbers with the Secretary of the Corporation, and notices of meetings mailed or faxed to them at such addresses shall be valid notices thereof.

SECTION 6. COMPENSATION

Except as otherwise specifically authorized, Board Directors shall serve without compensation. Subject to local, state, and federal laws and regulations, and to overlying contract restrictions, the Board of Directors may contract with a Director for services upon a two-thirds (2/3) approval by the Board of Directors. Board Directors shall be allowed reasonable advancement or reimbursement of expenses incurred, if pre-approved or ratified by the Board, and incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of Board of Directors shall be held monthly or more often, and chaired by the Chair.

At an annual meeting of the Board Directors held in November of each year, or as soon thereafter as reasonable, the Board of Directors shall be elected by the Board of Directors. On request of any director voting for the election of Board Directors shall be by written ballot. Each director may cast one vote per vacant position, and may vote for as many candidates as the number of positions to be filled on the Board. The candidates receiving the highest number of votes per designated seat be elected to serve on the Board of Directors.

At such annual meeting, after the election of the Board of Directors, the Board of Directors shall elect the officers of the Corporation for the ensuing year. On the request of any director voting for the election shall be by written ballot. The election shall be supervised by the Secretary. Nominations may be made at any time up to the time of the election on the call of the election officer. Nominations for any senior office shall be taken up and voted upon before the nominations for any other junior office. The Board of Directors shall have the right to elect the following officers, in the following order: a Chair, Vice Chair, Secretary, and Treasurer.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair, Vice Chair, the Secretary, by any four directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. No notice need be given of any regularly calendared meeting of the Board of Directors.

(b) Special Meetings. At least forty-eight (48) hour prior notice shall be given by the Secretary of the Corporation or by the officer calling the meeting, to each director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director,

whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the duly elected members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no action shall be taken by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair, or, if no such person has been so designated or, in his or her absence, the Vice Chair or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed under the current edition of Robert's Rules of Order, Newly Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. VACANCIES - REMOVAL

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) the expiration of a Director's term, and (3) whenever the number of authorized directors is increased.

Any Board Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Any Board Director may be removed from office, with or without cause, by a 2/3 vote of the Board of Directors.

A Board Director may be replaced by the Board of Directors upon failing to attend three consecutive regular meetings of the Board.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

To the fullest extent permissible under the laws of this state, the directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation for any and all actions taken with an absence of willful maliciousness, which reasonably relate to their service to this Corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the Corporation shall be indemnified, defended, and held harmless by the Corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board may appoint and may authorize the Chair to appoint any other

officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties as determined by the Board.

SECTION 2. QUALIFICATIONS

Only Board Directors may serve as elected officers of this Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Elected officers, including the Chair, Vice Chair, Secretary, and Treasurer shall be elected by the Board of Directors, at any time, and each elected officer shall hold office until the next annual election of officers, until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, expiration of term, disqualification, or otherwise, of any elected officer shall be filled by the Board of Directors at their next regular meeting. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF CHAIR

The Chair shall chair the Board of Directors of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the day-to-day affairs of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which shall be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise modified to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Maintain and have available for public inspection the annual report and those documents evidencing the organization's tax-exempt status, as required under the Internal Revenue Code and applicable California provisions.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation a directorship book containing the name and address of each and all Officers, Board Directors, Ex-officio Directors,

committee chairs, and, in the case where any involvement has been terminated, he or she shall record such fact in the directorship book together with the date on which such directorship ceased.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the directorship book, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF THE TREASURER

The Treasurer shall:

Have charge and custody of and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the Chair, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the elected officers of the Corporation and two (2) other Directors who are elected by the Board. The Executive Committee shall be charged with oversight of day-to-day operations of the Corporation, as well as review of and recommendation upon operational and financial matters to the Board of Directors. It may keep regular minutes of its proceedings, and cause them to be filed with the corporate records, and report the same to the Board from time to time as required.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such standing committees as may from time to time be designated by resolution of the Board of Directors. The Corporation shall have temporary, ad hoc, and advisory committees as may be appointed by the Chair from time to time. The committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

A committee member may be removed from the committee upon failing to attend three consecutive committee meetings.

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by

any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by any two officers of the Corporation, one of which must be the Chair or the Treasurer.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Board of Directors, and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its directors, containing the name and address of each and all Officers, Board Directors, Ex-officio Directors, committee chairs, strategically allied organizations, indicating their names and addresses;

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time and upon reasonable notice to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

(a) To inspect and copy the record of all directors' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to the Secretary of the Corporation, a list of the names, addresses and voting rights of those directors entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the Director subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The directorship list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board of Directors or committees of the board, upon written demand on the Secretary of the Corporation by the director, for a purpose reasonably related to such person's interests as a director.

Directors shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. Persons making such copies shall be restricted from using such copies other than for the best interests and protection of the Corporation, or for the protection of their personal rights relative to corporate matters, or for any lawful purposes relating to corporate elections and operations.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the directors of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9

IRC 501(C)(6) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, enter into reasonable consulting contracts and subcontracts and to make payments and distributions in furtherance of the purposes of this Corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only by approval of the Board of Directors.

ARTICLE 11 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

If there is any conflict between the provisions of these Bylaws and any prior actions of the Boards of Directors, the provisions of these Bylaws shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

CERTIFICATE OF THE SECRETARY

I, _____, hereby certify:

That I am the duly elected and acting Secretary of the Figueroa Corridor Partnership, Inc., a California non-profit corporation; and

That the foregoing Bylaws consisting of [sixteen] pages, including this one, constitute the bylaws of said corporation, as duly adopted by the Board of Directors at a meeting held on _____, 1997, at Los Angeles, California.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 1997.

SECRETARY

CERTIFICATE OF THE SECRETARY

I, James R. Gilson, hereby certify:

That I am the duly elected and acting Secretary of the Figueroa Corridor Partnership, Inc., a California non-profit corporation; and

That the foregoing Bylaws consisting of [eighteen] pages, including this one, constitute the bylaws of said corporation, as duly adopted by the Board of Directors at a meeting held on December 15, 1998 at Los Angeles, California. ^{and 25 amendments at 2 meeting held on March 10, 1998}

IN WITNESS WHEREOF, I have hereunto set my hand this 2 day of August 1999. 9/28



SECRETARY

RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC

December 9, 2008

AMENDMENT TO ARTICLE 4, SECTION 1 OF THE BYLAWS OF THE CORPORATION

Whereas the corporation has agreed to amend the following section to Article 4, Section 1 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 4, Section 1 shall be amended to read as follows: (new language underlined)

SECTION 1. NUMBER

The corporation shall have a Board of Directors twenty-three (23) voting Directors as follows:

One USC Representative

One Exposition Park Representative

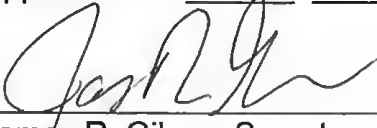
Two Non-Profit Property Owners

One Tenant (Who is not a Property Owner) Representative

Eighteen at large, non-designated, seats to be filled by the Board.

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to amend Article 4, Section 1 of the Corporation Bylaws as indicated above to affect the foregoing resolution.

Approved this ____9____ day of December, 2008



James R. Gilson, Secretary

RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC

January 13, 2009

AMENDMENT TO ARTICLE 4, SECTION 1 OF THE BYLAWS OF THE CORPORATION

Whereas the corporation has agreed to amend the following section to Article 4, Section 1 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 4, Section 1 shall be amended to read as follows: (new language underlined)

SECTION 1. NUMBER

The corporation shall have a Board of Directors twenty-five (25) voting Directors as follows:

One USC Representative

One Exposition Park Representative

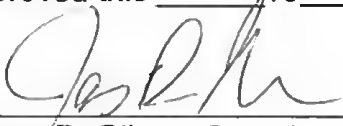
Two Non-Profit Property Owners

One Tenant (Who is not a Property Owner) Representative

Twenty at large, non-designated, seats to be filled by the Board.

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to amend Article 4, Section 1 of the Corporation Bylaws as indicated above to affect the foregoing resolution.

Approved this _____13_____ day of January, 2009



James R. Gilson, Secretary

RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC
MAY 17, 2013

AMENDMENT TO ARTICLE 4, SECTION 1 OF THE BYLAWS OF THE CORPORATION

Whereas the corporation has agreed to amend the following section to Article 4, Section 1 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 4, Section 1 shall be amended to read as follows: (new language underlined)

SECTION 1. NUMBER

The corporation shall have a Board of Directors twenty-one (21) voting Directors as follows:

One USC representative

One Exposition Park representative

Two Non-Profit Property Owners

One Tenant (who is not a Property Owner) Representative

Sixteen at large, non-designated, seats to be filled by the Board.

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to amend Article 4, Section 1 of the Corporation Bylaws as indicated above to affect the foregoing resolution.

Approved this 17th day of May, 2013



Christina Macias, Secretary

Figueroa



**RESOLUTIONS
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC.**

March 10, 1998

**AMENDMENT TO ARTICLE 7 OF THE BYLAWS OF THE CORPORATION
ADDING SECTION 2A.**

WHEREAS, the Corporation has agreed to add the following section to Article 7 to the Corporation Bylaws;

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 7, Section 2A shall be added and shall read as follows:

SECTION 2A. AUTHORIZED SIGNATORIES

The following directors are hereby authorized as the sole signatories for the Corporation. Darryl O. Holter, A. Bingham Cherrie, James R. Gilson and Eska Wilson.

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to add Section 2A to Article 7 of the Corporation Bylaws as indicated above to effect the foregoing resolution.

Approved this 10 day of March, 1998.



James R. Gilson, Secretary

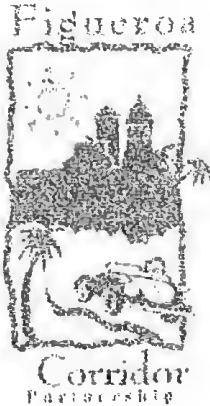
3982 South Figueroa Street,
Suite 207
Los Angeles, California 90037

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From: To: Jim Gilson

Date: 2/12/2003 Time: 3:51:58 PM

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RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC.

December 10, 2002

AMENDMENT TO ARTICLE 4. FIRST PARAGRAPH OF SECTION 1 OF THE
BYLAWS OF THE CORPORATION

WHEREAS, the Corporation has agreed to amend the following section to Article 4, Section 1 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 4, first paragraph of Section 1 (Number) shall be amended to read as follows:

SECTION 1. Number

The corporation shall have a Board of Directors twenty-three (23) voting Directors as follows: [new language underlined]

- One Flower Street Property Owner
- One USC Representative
- One Religious Organization Property Owner
- One Social Services Organization Property Owner Representative
- One Orthopaedic Hospital Representative
- One Exposition Park Representative
- Two Non-Profit Property Owners
- Two Tenant (Who are not Property Owners) Representatives
- Two Property Owners who pay more than \$3,000 in Assessment
- Two Property Owners who pay less than \$3,000 in Assessment
- Two Vermont Avenue Property Owners
- Seven at large, non-designated, seats to be filled each year by the Board

3982 South Figueroa Street,

Suite 207

Los Angeles, California 90037

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to amend Article 4, first paragraph of Section 1 of the Corporation Bylaws as indicated above to affect the foregoing resolution.

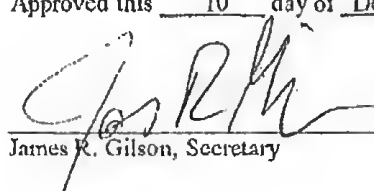
tel

213 746 9577

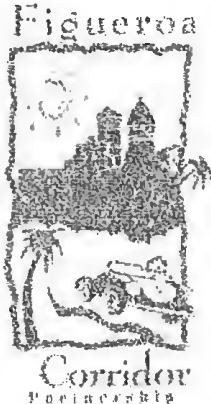
Approved this 10 day of December, 2002.

fax

213 746 7876


James R. Gilson, Secretary

The Figueroa Corridor Partnership is responsible for the daily management and promotion of the Figueroa Flower Corridor, linking downtown Los Angeles to Exposition Park. The Partnership is committed to its development as a safe, clean, economically vibrant and aesthetically pleasing environment in which to conduct business, continue an education, visit a museum, attend a sporting event, worship or reside.



RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC.

January 15, 2002

AMENDMENT TO ARTICLE 4, FIRST PARAGRAPH OF SECTION 11 OF THE
BYLAWS OF THE CORPORATION

WHEREAS, the Corporation has agreed to amend the following section to
Article 4, Section 11 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to
the Bylaws of the Corporation is hereby adopted and approved:

Article 4, first paragraph of Section 11 (Quorum for meetings) shall be
amended to read as follows:

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of at least 8 duly elected members of the Board of Directors,
provided that no motion shall be approved unless it receives at least six affirmative votes of
duly elected members of the Board of Directors. [new language underlined]

RESOLVED FURTHER, that the Executive Director of the Corporation as
hereby authorized and directed to amend Article 4, first paragraph of Section 11 of the
Corporation Bylaws as indicated above to effect the foregoing resolution.

3982 South Figueroa Street,

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Los Angeles, California 90037

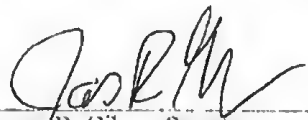
Approved this 15 day of January, 2002.

tel

213.746.9577

fax

213.746.7876


James R. Gilson, Secretary.

The Figueroa Corridor Partnership is responsible for the daily management and promotion of the Figueroa Flower Corridor,
linking downtown Los Angeles to Exposition Park. The Partnership is committed to its development as a safe, clean, economically vibrant
and aesthetically pleasing environment in which to conduct business, continue an education, visit a museum, attend a sporting event, worship or reside.



RESOLUTION
BOARD OF DIRECTORS MEETING
FIGUEROA CORRIDOR PARTNERSHIP, INC

October 9, 2007

AMENDMENT TO ARTICLE 4, SECTION 1 OF THE BYLAWS OF THE CORPORATION

Whereas the corporation has agreed to amend the following section to Article 4, Section 1 to the corporation By-laws.

NOW, THEREFORE, BE IT RESOLVED, that the following amendment to the Bylaws of the Corporation is hereby adopted and approved:

Article 4, Section 1 shall be amended to read as follows: (new language underlined)

SECTION 1. NUMBER

The corporation shall have a Board of Directors twenty-three (23) voting Directors as follows:

One Flower Street Property Owner

One USC Representative

One Religious Organization Property Owner

One Social Services Organization Property Owner Representative

One Orthopaedic Hospital Representative

One Exposition Park Representative

Two Non-Profit Property Owners

One Tenant (Who is not a Property Owner) Representative

Two Property Owners who pay more than \$3000 in Assessment

Two Property Owners who pay less than \$3000 in Assessment

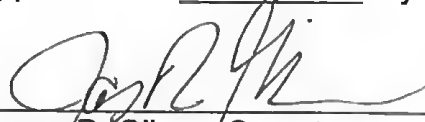
Two Vermont Avenue Property Owners

Two Hoover Street Property Owners

Six at large, non-designated, seats to be filled by the Board.

RESOLVED FURTHER, that the Executive Director of the Corporation as hereby authorized and directed to amend Article 4, Section 1 of the Corporation Bylaws as indicated above to affect the foregoing resolution.

Approved this 9 day of October, 2007


James R. Gilson, Secretary